

Name and Address:

Nasdaq International Limited
120 Old Broad Street
London, EC2N1AR
England

Details of organization:

Private limited company organized under Great Britain's Companies Act of 1985.
on January 29, 1987.

Affiliation:

Nasdaq International Limited is a wholly owned subsidiary of The Nasdaq Stock
Market, Inc.

Business or functions:

Nasdaq International Limited was organized to provide consultancy, advisory,
supervisory, administrative, financial, personnel, and legal services in relation to
undertakings regarding the investment or securities industry.

Memorandum of Association:

Attached as Exhibit A.

Articles of Association:

Attached as Exhibit B.

Officers, Directors, and Standing Committee Members

Director: Bruce Aust

Officers: Bruce Aust, President; Charlotte Crosswell, Secretary

A

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

NASDAQ INTERNATIONAL LIMITED

Incorporated 29th January 1987
Change of Objects 27th May 1987
Change of Name 19th June 1987
Change of Name 7th September 1987

DENTON HALL

BURGIN & WARRENS
S O L I C I T O R S

FIVE CHANCERY LANE · CLIFFORD'S INN
LONDON EC4A 1BU
TELEPHONE 071-242 1212



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2094791

I hereby certify that

BURGINHALL 118 LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 29TH JANUARY 1987

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2094791

I hereby certify that

BURGINHALL 118 LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NASDAQ/UK LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19 JUNE 1987

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2094791

I hereby certify that

NASDAQ/UK LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NASDAQ INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7 SEPTEMBER 1987

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
NASDAQ INTERNATIONAL LIMITED

- 1. The Company's name is "BURGINHALL 118 LIMITED".
- 2. The Company's registered office is to be situated in England.
- ** 3. The Company's objects are:
 - (1) To provide consultancy, advisory, supervisory, administrative, financial, accounting, personnel, recruitment and legal services and/or to provide general advisory services and services of any nature whatsoever to or for the benefit of or in relation to any company, undertaking, individual or body in relation to any business activity or other activity whatsoever and to enter into any agreement or arrangement for such purposes with any such company, undertaking, individual or body.
 - (2) For any purpose to purchase, acquire, take on lease or in exchange, sell, charge, pledge, broke, take and/or grant options over, develop, construct, exploit, improve, maintain, underwrite transactions in relation to and otherwise to invest or deal in every type of real and personal property and all rights and interests therein upon and subject to such terms and conditions as the directors may see fit.
 - (3) To acquire, upon such terms and in such manner as the directors see fit, the shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities or any interest therein of any person, company, fund or trust.

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- * The name of the company was changed from Burginhall 118 Limited to NASDAQ/UK LIMITED and thereafter to NASDAQ INTERNATIONAL LIMITED by Special Resolutions passed on 15 May 1987 and 22 June 1987. Certificates of Incorporation on Change of Name were issued by the Registrar of Companies on 19 June 1987 and 7 September 1987 respectively.
 - ** As amended by Special Resolution passed on 27 May 1987.

- (4) To acquire, upon such terms and in such manner as the directors see fit, the whole or any part of the undertaking, property and assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of, and to acquire and carry on the business of, any person or company.
- (5) To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including without limitation to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
- (6) To provide services of all descriptions and to undertake and execute agency or commission work of all kinds and to act generally as agents, factors, brokers, managers, consultants and advisers for the sale and purchase of every description of property, goods and merchandise and the provision of every type of service.
- (7) To manufacture, process, import, export, deal in and store any goods and other things, and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (8) To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organisation.
- (9) To improve, manage, develop, exploit, construct, grant rights or privileges in respect of, or otherwise deal with any property, real or personal, and rights of any kind therein, and all or any part of the undertaking, property, assets and rights of any person or company.
- (10) To advertise, market and sell the products and services of the Company and to carry on the business of advertisers and advertising agents and of a marketing or selling organisation and of a supplier, wholesaler, retailer, merchant or dealer of any kind.

- (11) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property and assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company.
- (12) To lend money, give credit or provide any other form of credit or financial accommodation to any person, and to carry on the business of a banking, finance or insurance Company.
- (13) To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the Company shall derive a benefit from the same, on such terms and in such manner as the directors see fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite or secure, with or without consideration, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or is otherwise associated with the Company.
- (14) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- (15) To act in a fiduciary capacity of any sort including (but without prejudice to the generality of the foregoing) to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.

- (16) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the directors see fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the directors see fit.
- (17) To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the directors see fit.
- (18) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (19) To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- (20) Upon such terms and in such manner as the directors see fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (21) To amalgamate or enter into any partnership, joint venture, profit sharing arrangement or co-operative or other arrangement for the pursuit of mutual interests with any person or company.
- (22) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (23) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

- (24) To invest the moneys of the Company in any investments, and to hold, sell or otherwise deal with such investments, and to carry on the business of an investment company.
- (25) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and the issue of its capital, including brokerage and commissions for obtaining applications for, or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (26) To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (27) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
- (28) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- (29) To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (30) To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the above objects or which is capable of being carried on for the benefit of the Company.

It is hereby declared that:

- (i) the word "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom or elsewhere; and
- (ii) the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
1. Michael John Cox For and on behalf of Gray's Inn Nominees Limited Denning House, 90 Chancery Lane, London WC2A 1EU	1
2. Michael John Cox For and on behalf of DH&B Nominees Limited, Denning House, 90 Chancery Lane, London WC2A 1EU	1
Total shares taken	<hr/> 2 <hr/>

Dated 29th December 1990

Witness to the above signatures,

Anne Christiansen
Denning House
90 Chancery Lane
London WC2A 1EU

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THE COMPANIES ACT 1985
COMPANIES LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
NASDAQ INTERNATIONAL LIMITED
PRELIMINARY

1. In these Articles:

"the Act" means the Companies Act 1985; and

"Table A" means Table A as prescribed in Statutory Instrument No. 805 for 1985 as amended at the date hereof.
2. The regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the regulations of the Company.

SHARE CAPITAL

3. The Company is a private company (within the meaning of the Act).
4. The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 100 ordinary shares of £1 each.
5. The directors are generally and unconditionally authorised during the period of five years from the date of adoption of these Articles to offer, allot, grant options over or otherwise dispose of relevant securities (as defined in section 80(2) of the Act) of the Company up to the maximum nominal amount of the authorised but unissued share capital of the Company at the date of these Articles to such persons at such times and on such terms and conditions as they think fit and to make any offer or agreement of the kind referred to in section 80(7) of the Act provided that no shares shall be issued at a discount. Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
6. Subject to and in accordance with the provisions of the Act and otherwise on such terms as the Company may by special resolution determine:
 - (a) any share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed;
 - (b) the Company may purchase any of its own shares (including any redeemable shares); and

- (c) The Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares;

and the directors shall be empowered respectively to redeem or purchase any such shares on such terms as the Company may by special resolutions determine.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the company for all moneys presently payable by him or his estate to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply to the Company.
8. (1) No instrument of transfer of a share need be executed by or on behalf of the transferee and regulation 23 of Table A shall be modified accordingly.
- (2) The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS

9. Regulation 37 of Table A shall be amended by the substitution of the word "six" for the word "eight".
10. At the end of regulation 41 of Table A the following words shall be added: "and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one. Regulation 64 of Table A shall not apply to the Company. If and so long as there is one director, such director may act alone in exercising all the powers and authorities vested in the directors.
12. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such remuneration (in addition to that otherwise provided for) by way

of salary, commission, percentage of profits or otherwise as the directors may determine.

13. No share qualification shall be required of any director but any director shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.
14. The directors are authorised to sanction the exercise of the power conferred on the Company by section 719(1) of the Act and to exercise that power.
15. The words "approved by resolution of the directors" shall be deleted from regulation 65 of Table A.
16. In regulation 70 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution".
17. The words "or such person or persons as the directors may think fit" shall be added at the end of the first sentence of regulation 72 of Table A.
18.
 - (1) At any time and from time to time the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a director or remove a director from office.
 - (2) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall (subject to the other provisions of these Articles) hold office until he is removed pursuant to this Article.
 - (3) Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
19. No director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 or any other age and any director or any person may be re-appointed or appointed, as the case may be, as a director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a director at any age and it shall not be necessary to give the members of the Company notice of the age of any director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of section 293 of the Act shall not apply to the Company. In regulation 81 of Table A, the words "other than section 293 of the Act" shall be added after the word "Act" in paragraph (a) and the whole of paragraph (e) shall be omitted.

EXECUTIVE DIRECTORS

20. The directors may from time to time appoint one or more of their body to executive office (including but without limitation that of managing director, manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a director. A managing director, manager or other executive officer as aforesaid shall receive such remuneration (by way of salary, commission, participation in profits or otherwise howsoever) as the directors may determine. Regulation 84 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

21. Any director for the time being absent from the United Kingdom may supply to the Company an address whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address notice of such meetings. Regulation 88 of Table A shall be modified accordingly.

DIRECTORS' INTERESTS

22. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement is considered. A director may act by himself or his firm in any professional capacity for the Company and he or his firm may be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

DIVIDENDS

23. If the share capital of the Company is divided into different classes the directors may pay interim dividends on shares carrying deferred or non-deferred rights notwithstanding that at the time of payment any preferential dividend is in arrear and regulation 103 of Table A shall be modified accordingly.

SEAL

24. The Company may have for use in any territory, district or place elsewhere than in the United Kingdom an official seal which shall in all respects comply with the requirements of section 39(1) of the Act. References in these Articles and Table A to the seal of

the Company shall include references to such official seal and any official seal adopted by the Company under section 40 of the Act.

NOTICES

25. (1) Notice of every general meeting of the Company shall be given to every member of the Company and regulation 112 of Table A shall not apply to the Company.
- (2) There shall be substituted for the last sentence of regulation 115 of Table A the words "A notice shall be deemed to be given, if posted by pre-paid first-class mail, when the envelope containing the same is posted and, if posted by any other class of pre-paid mail, at the expiration of 48 hours from such time".

INDEMNITY

26. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of the Act every director, executive director, managing director, manager, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

BORROWING POWERS

27. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any member).

Names addresses and
description of
subscribers of the
memorandum of association

Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited,
Denning House,
90 Chancery Lane,
London WC2A 1EU

Michael John Cox
For and on behalf of
DH&B Nominees Limited,
Denning House,
90 Chancery Lane,
London WC2A 1EU

Dated: 29th December 1986

Witness to the above signatures:

Anne Christiansen
Denning House
90 Chancery Lane
London WC2A 1EU